

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

LEMON BAY PARTNERS, and
MALCOLM ROSENWALD,

Plaintiff,

--against--

BRUCE L. HAMMONDS, KENNETH A.
VECCHIONE, RICHARD K. STRUTHERS,
JOHN R. COCHRAN, III, LANCE L.
WEAVER, CHARLES C. KRULAK,
MICHAEL G. RHODES, JOHN W.
SCHEFLEN, RANDOLPH D. LERNER,
JAMES H. BERICK, MARY M. BOIES,
BENJAMIN R. CIVILETTI, WILLIAM L.
JEWS, STUART L. MARKOWITZ,
WILLIAM B. MILSTEAD, THOMAS G.
MURDOUGH, LAURA S. UNGER, and
KENNETH D. LEWIS

Defendants,

--and--

BANK OF AMERICA CORPORATION, AS
SUCCESSOR IN INTEREST TO MBNA
CORP., and MBNA CORP.,

Nominal Defendants.

Civ. No. 07-CV-562

STIPULATION AND ORDER

IT IS HEREBY STIPULATED AND AGREED, by and between

undersigned counsel for the parties herein, subject to the Order of this Court, as follows:

1. Plaintiffs Lemon Bay Partners and Malcolm Rosenwald will file a motion for appointment as Lead Plaintiffs and for approval of selection of Lead Counsel by no later than December 10, 2007.

2. Lead Plaintiffs will serve a consolidated amended complaint no later than sixty days after the Court's decision on the motion for appointment of Lead Plaintiffs and approval of Lead Counsel.

3. Defendants will answer, move to dismiss or otherwise respond to the consolidated amended complaint no later than sixty days after the amended complaint is filed.

4. In the event that a motion to dismiss is filed, Lead Plaintiffs will have sixty days to file its answering brief and the moving Defendant or Defendants will have forty-five days thereafter to submit a reply brief.

5. This Stipulation shall not be construed as an agreement by Defendants that this Court possesses subject-matter and personal jurisdiction over the claims asserted in this action or as a waiver of Defendants' right to contest jurisdiction.

November 29, 2007

/s/ Richard H. Morse

Richard H. Morse (# 531)
YOUNG, CONAWAY, STARGATT &
TAYLOR, LLP
The Brandywine Building
1000 West Street, 17th Floor
Wilmington, DE 19801
(302) 571-6000

Richard J. Urowsky
Richard C. Pepperman, II
Stacey R. Friedman
Ryan C. Williams
M. David Possick
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
(212) 558-4000

*Attorneys for nominal defendants MBNA
Corporation and Bank of America
Corporation and defendants Bruce L.
Hammonds, Kenneth A. Vecchione,
Richard K. Struthers, John R. Cochran, III,
Lance L. Weaver, Charles C. Krulak,
Michael G. Rhodes, John W. Scheflen,
Randolph D. Lerner and Kenneth L. Lewis*

/s/ Pamela S. Tikellis

Pamela S. Tikellis (#2172)
A. Zachary Naylor (#4439)
CHIMICLES & TIKELLIS, LLP
One Rodney Square
P.O. Box 1035
Wilmington, DE 19899
(302) 656-2500

Laurence D. Paskowitz
PASKOWITZ & ASSOCIATES
60 East 42nd Street, 46th Floor
New York, NY 10165
(212) 685-0969

Roy L. Jacobs
ROY JACOBS & ASSOCIATES
60 East 42nd Street, 46th Floor
New York, NY 10165
(212) 867-1156

Irving Bizar
BALLON STOLL BADER &
NADLER, LLP
1450 Broadway
New York, NY 10018
(212) 575-7900

*Attorneys for Plaintiffs Lemon Bay
Partners and Malcolm Rosenwald*

/s/ Edward P. Welch

Edward P. Welch (I.D. #671)
Edward B. Micheletti (I.D. #3794)
SKADEN, ARPS, SLATE,
MEAGHER & FLOM LLP
One Rodney Square
P.O. Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

Jay B. Kasner
Susan L. Saltzstein
SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036-6522
(212) 735-3000

*Attorneys for the MBNA
Outside Directors*

SO ORDERED, this ____ day of ____, 2007

Chief, United States District Judge

CERTIFICATE OF SERVICE

I, Richard H. Morse, hereby certify that on November 29, 2007, I caused to be electronically filed a true and correct copy of the foregoing document with the Clerk of the Court using CM/ECF, which will send notification that such filing is available for viewing and downloading to the following counsel of record:

Richard J. Urowsky
Richard C. Pepperman, II
Stacey R. Friedman
Ryan C. Williams
M. David Possick
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004

Edward P. Welch
Edward B. Micheletti
SKADEN, ARPS, SLATE,
MEAGHER & FLOM LLP
One Rodney Square
P.O. Box 636
Wilmington, Delaware 19899-0636

Roy L. Jacobs
ROY JACOBS & ASSOCIATES
60 East 42nd Street, 46th Floor
New York, NY 10165

Laurence D. Paskowitz
PASKOWITZ & ASSOCIATES
60 East 42nd Street, 46th Floor
New York, NY 10165

Jay B. Kasner,
Susan L. Saltzstein
SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036-6522

Pamela S. Tikellis
A. Zachary Naylor
CHIMICLES & TIKELLIS, LLP
One Rodney Square
P.O. Box 1035
Wilmington, DE 19899

Irving Bizar
BALLON STOLL BADER &
NADLER, LLP
1450 Broadway
New York, NY 10018

I further certify that on November 29, 2007, I caused a copy of the foregoing document to be served by e-mail on the above-listed counsel of record.

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Richard H. Morse

Richard H. Morse (I.D. No. 531)
17th Floor, Brandywine Building
1000 West Street
P.O. Box 391
Wilmington, Delaware 19899-0391
(302) 571-6651
rmorse@ycst.com